

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:

**ARABELLA EXPLORATION, LLC, a Texas limited
liability corporation,**

Debtor.

§ **Case No. 17-40120-rfn**
§ **Chapter 11**
§ **Honorable Russell F. Nelms**
§ **U.S. Bankruptcy Judge**
§
§

**COVER SHEET REGARDING THE DEBTOR'S SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The Schedules of Assets and Liabilities (the “Schedules”) and the Statements of Financial Affairs (the “Statements,” and collectively with the Schedules, the “Schedules and Statements”) filed by Arabella Exploration, LLC (“Debtor”) in the United States Bankruptcy Court for the Northern District of Texas, were prepared pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtor and are unaudited. While the Debtor’s chief restructuring officer has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete, based upon the information that was available to him at the time of preparation, subsequent receipt or discovery of information may result in material changes to the financial data and other information contained therein. The Debtor reserves its right to amend the Schedules and Statements from time to time as may be necessary or appropriate. This Cover Sheet Regarding Debtor’s Schedules of Assets and Liabilities and Statements of Financial Affairs (the “Cover Sheet”) is incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1. General. The Schedules and Statements are unaudited. Additionally, there are certain managers, directors, officers and employees of the Debtor that left the Debtor shortly before the commencement of this bankruptcy case. Certain of these individuals possess information responsive to the Schedules and Statements who are no longer employed by the Debtor, and, in some instances, have not provided such information to the Debtor, despite multiple requests. Although the Debtor’s chief restructuring officer has made reasonable efforts to insure that the Schedules and Statements are accurate and complete based on the information that was available to him at the time of preparation, subsequent receipt or discovery of information may result in material changes to one or more of the Schedules and Statements, and inadvertent errors, omissions or inaccuracies may exist. The Debtor reserves the right to amend and/or supplement any and all of the Schedules and Statements from time to time as it deems necessary and appropriate.

2. Explanation Regarding Certain Disclosures in the Schedules and Statements.

a. Schedule A/B. In Section 11, Debtor lists accounts receivable in the amounts of \$200,000 and \$145,000, which amounts are due from operators, including Founders Oil and Gas Operating, LLC in the estimated amount of \$250,000, Brigham in the estimated amount of \$75,000, Energen in the estimated amount of \$5,000 and J Cleo Thompson in the estimated amount of \$15,000. All such amounts are subject to offset by netting liabilities. Additionally, Debtor lists an account receivable in the amount of \$650,000, which relates to the exercise of certain tag along rights, which are the subject of

Exercise of Tag-Along Rights or in the Alternative Assume Tag-Along Letter and (B) Approve and Ratify Exercise of Lease Acquisition Offering [Docket No. 67]. This amount may be understated, as the Debtor may be entitled to additional proceeds in conjunction with the exercise of such tag-along rights. Regarding Sections 55.1, 55.2, 58 and 77, the values set forth therein are based on recent offers to purchase substantially all of the Debtor's assets, which the Debtor believes is the most accurate method of valuing its assets at this time. Additionally, the Debtor has scheduled the value of its ownership of working interests in oil and gas leases and wells on a consolidated basis because at this time the Debtor is unable to assign specific value to individual working interests. The Debtor's diligence in recovering and analyzing information regarding its assets is ongoing.

b. Litigation. The Debtor has listed in Schedules D and E/F all known claimants related to any pending or threatened litigation action as contingent and/or disputed. Any information contained in Schedules D and E/F with respect to potential litigation shall not be a binding representation of the Debtor's liabilities with respect to any of the potential suits and proceedings included therein.

c. Secured Claims. The Debtor has listed all known claimants alleging a secured interest in Debtor's assets in Schedule D as contingent and/or disputed. Any information contained in Schedule D with respect to potential claim amounts and/or lien rights in certain collateral shall not be a binding representation of the Debtor's liabilities or an affirmation or confirmation by Debtor of such creditor's rights in Debtor's assets. Except as otherwise agreed pursuant to a stipulation or agreed order or order entered by the Bankruptcy Court, the Debtor reserves its rights to dispute or challenge (i) the secured nature of any creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to a creditor's claim, and (ii) the perfection or immunity from avoidance of any lien in any specific asset listed on Schedule D. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and other lien documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens.

d. Causes of Action. The Debtor has no currently existing lawsuits pending against third parties at this time. The Debtor has not specifically set forth details regarding its potential claims and causes of action against third parties in Section 74 of Schedule A/B. The Debtor's diligence in recovering and analyzing information regarding its potential claims and causes of action against third parties is ongoing.

e. Executory Contracts. Every effort has been made to ensure the completeness and accuracy of the listing of executory contracts. Nevertheless, inadvertent errors or omissions may have occurred in the preparation of Schedule G. Debtor's diligence in recovering and analyzing information regarding its executory contracts and leases is ongoing.

f. Gross Revenue from Business. The Debtor lists gross revenue from its business in 2016 as \$1,200,000. This number is an estimate based on incomplete information. Additionally, the Debtor lists gross revenue from its business in 2015 as \$1,475,856.00. This number is the consolidated income based on the Debtor's SEC filing in regards to the Debtor's parent, Arabella Exploration, Inc.

3. Disputed, Contingent and/or Unliquidated Claims. Schedules D and E/F permit the Debtor to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of the Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection by the Debtor. The Debtor reserves the right

4. Cover Sheet Control. In the event that the Schedules and Statements differ from this Cover Sheet, the Cover Sheet shall control.

Arabella Exploration, LLC

Dated: February 10, 2017

By /s/ Charles Hoebeke
Charles Hoebeke
Its Chief Restructuring Officer

Fill in this information to identify the case:

Debtor name Arabella Exploration, LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-40120-rfn11☐ Check if this is an amended filing**Official Form 206Sum**
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)1a. **Real property:**Copy line 88 from *Schedule A/B*..... \$ 10,200,000.001b. **Total personal property:**Copy line 91A from *Schedule A/B*..... \$ 995,000.001c. **Total of all property:**Copy line 92 from *Schedule A/B*..... \$ 11,195,000.00**Part 2: Summary of Liabilities**2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 23,523,904.333. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)3a. **Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.003b. **Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 4,777,516.014. **Total liabilities**

Lines 2 + 3a + 3b

\$ 28,301,420.34

Clerk Monaghan 2/10/17

Fill in this information to identify the case:

Debtor name Arabella Exploration, LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-40120-rfn11☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

☒ No. Go to Part 2.☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

☒ No. Go to Part 3.☐ Yes Fill in the information below.Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

☐ No. Go to Part 4.☒ Yes Fill in the information below.11. Accounts receivable

11a. 90 days old or less:	<u>145,000.00</u>	-	<u>0.00</u>	=	<u>\$145,000.00</u>
	face amount		doubtful or uncollectible accounts		

11a. 90 days old or less:	<u>650,000.00</u>	-	<u>0.00</u>	=	<u>\$650,000.00</u>
	face amount		doubtful or uncollectible accounts		

11b. Over 90 days old:	<u>200,000.00</u>	-	<u>0.00</u>	=	<u>\$200,000.00</u>
	face amount		doubtful or uncollectible accounts		

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$995,000.00

C12 Manager 2/10/17

Debtor **Arabella Exploration, LLC**
NameCase number (If known) **17-40120-rfn11****Part 4: Investments****13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

General descriptionInclude year, make, model, and identification numbers
(i.e., VIN, HIN, or N-number)**Net book value of
debtor's interest**
(Where available)**Valuation method used
for current value****Current value of
debtor's interest****47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles****47.1. 2014 Ford PK truck, diesel, VIN
1FT7W2BT1EEB76288****Unknown****N/A****Unknown****48. Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels**49. Aircraft and accessories****50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)****51. Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$0.00**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

Debtor Arabella Exploration, LLC
NameCase number (if known) 17-40120-rfn11

- ☒ No
☐ Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. Mineral rights in oil and gas properties in Texas, including, among other properties, working interests in six operating wells; please see Exhibit A for legal descriptions of certain of the oil and gas properties	Mineral rights/Debtor recently received \$10.2M purchase offer for ALL working interests	Unknown	N/A	\$10,200,000.00
55.2. Mineral rights in oil and gas properties in Texas, including, among other properties, working interests in 13 non-operating wells	Mineral rights/Debtor recently received \$10.2M purchase offer for ALL working interests	Unknown	N/A	Unknown

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$10,200,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
☒ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Debtor Arabella Exploration, LLC
NameCase number (if known) 17-40120-rfn11**Part 11: All other assets****70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes Fill in the information below.**Current value of
debtor's interest****71. Notes receivable**

Description (include name of obligor)

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

73. Interests in insurance policies or annuities**74. Causes of action against third parties (whether or not a lawsuit has been filed)****Various claims against third parties**

Nature of claim

Amount requested

\$0.00Unknown**75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims****76. Trusts, equitable or future interests in property****77. Other property of any kind not already listed Examples: Season tickets, country club membership****Other miscellaneous property rights with undetermined value; Debtor recently received \$10.2M purchase offer for ALL working interests**Unknown**78. Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00**79. Has any of the property listed in Part 11 been appraised by a professional within the last year?**☒ No☐ Yes

Debtor **Arabella Exploration, LLC**
NameCase number (if known) **17-40120-rfn11****Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$995,000.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$10,200,000.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$995,000.00	+ 91b. \$10,200,000.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$11,195,000.00

Exhibit A

WOLFBONE PROJECT

ATTACHED TO AND MADE A PART OF THAT CERTAIN PURCHASE AND SALE AGREEMENT DATED THE 5th DAY OF SEPTEMBER, 2012, BETWEEN ARABELLA PETROLEUM COMPANY, LLC, AS OPERATOR, AND LYNX PRODUCTION COMPANY, INC., ET AL, AS NON-OPERATOR:

LANDS SUBJECT TO THIS AGREEMENT:

East Half (E/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, containing 320 acres, more or less;

Middle 320 acres of Section 140, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

Southeast Quarter (SE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

Northeast Quarter (NE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

West Half (W/2) of Section 103 and East Half (E/2) of Section 138, Block 1 H&TC RR Co. Survey, Reeves County, Texas, containing 640.99 acres, more or less;

LEASES SUBJECT TO THIS AGREEMENT:

East Half (E/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, containing 320 acres, more or less;

DATED: February 25th, 2011
LESSOR: Jo Ann Hopkins Bryan, ssp
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 875, Page 01, of the Official Public Records of Reeves County, Texas

DATED: February 25th, 2011
LESSOR: Debra Ann Cummings, ssp
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 874, Page 817, of the Official Public Records of Reeves County, Texas

DATED: July 25th, 2012
LESSOR: Jim Sam Camp, Trustee of the Jim Sam Camp Trust, the Judith Camp Sauer Trust, and the Jean Camp Robillard Trust
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ____, Page ____, of the Official Public Records of Reeves County, Texas

Middle 320 acres of Section 140, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less:

DATED: June 11th, 2012
LESSOR: Georgia Graham Jones
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 945, Page 766, of the Official Public Records of Reeves County, Texas

DATED: June 11th, 2012
LESSOR: Wayne S. Graham
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 945, Page 748, of the Official Public Records of Reeves County, Texas

DATED: June 11th, 2012
LESSOR: George W. Graham
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 945, Page 730, of the Official Public Records of Reeves County, Texas

DATED: June 11th, 2012
LESSOR: Gwendolyn Geltemeyer
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: June 11th, 2012
LESSOR: Jess St. Clair, as Executor of the Estate of Sharon B. St. Clair
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

Southeast Quarter (SE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas,
containing 160 acres, more or less:

DATED: July 19, 2010
LESSOR: Gary Don Ray, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Darrell L. Locker, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: James D. Locker, Jr., as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Kenneth Locker, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: John Lan Locker, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Mark Locker, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Lisa Locker Ehlert, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Charlotte Locker Sims, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Mickey Ray, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Joe Bob Wells and wife, Melody Wells, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Bill Ray, as Agent for the State of Texas
LESSEE: McCabe Petroleum Corp.
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

Northeast Quarter (NE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas,
containing 160 acres, more or less:

DATED: July 19, 2010
LESSOR: Gary Don Ray, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 853, Page 377, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Darrell L. Locker, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 865, Page 83, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: James D. Locker, Jr., as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 490, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Kenneth Locker, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 41, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: John Lan Locker, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 850, Page 21, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Mark Locker, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 31, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Lisa Locker Ehlert, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 51, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Charlotte Locker Sims, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 480, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Mickey Ray, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 500, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Joe Bob Wells and wife, Melody Wells, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 11, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Bill Ray, as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 851, Page 01, of the Official Public Records of Reeves County, Texas

DATED: July 19, 2010
LESSOR: Gary Don Ray, Executor of the Estate of Mary Wylie, dec., as Agent for the State of Texas
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 853, Page 377, of the Official Public Records of Reeves County, Texas

West Half (W/2) of Section 103 and East Half (E/2) of Section 138, Block 1 H&TC RR Co. Survey, Reeves County, Texas, containing 640.99 acres, more or less:

DATED: March 6th, 2012
LESSOR: Helen Sallis Phipps
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 63, of the Official Public Records of Reeves County, Texas

DATED: March 6th, 2012
LESSOR: Ann Haubegger
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 59, of the Official Public Records of Reeves County, Texas

DATED: March 6th, 2012
LESSOR: Lois Ruth Heffington, Individually and as Executrix of the Estate of Tom Heffington
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 55, of the Official Public Records of Reeves County, Texas

DATED: March 6th, 2012
LESSOR: Evander Ammons
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 91, of the Official Public Records of Reeves County, Texas

DATED: August 25th, 2012
LESSOR: Melvin Cowan, II
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Ruby Sallis
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 128, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Ann V. Farwell
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 5, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Frances Caroline Diabeti
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 95, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Angela Rambo
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 13, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Woody Kent Cowan
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 9, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Nancy Dennis
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 40, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Sam White
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 36, of the Official Public Records of Reeves County, Texas

DATED: April 20th, 2012
LESSOR: Kimberly Elrod
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 939, Page 619, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
LESSOR: Charles Elrod
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 136, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
LESSOR: Georgia Congleton
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 71, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
LESSOR: Linda Merritt
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 172, of the Official Public Records of Reeves County, Texas

DATED: March 7th, 2012
LESSOR: Susan M Myers
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 32, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Susan Mirike
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 1, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Katherine A Hearn
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 24, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Paul H Rogers
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 48, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Mary W Rogers Black
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 934, Page 797, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: OL Rogers, Jr.
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 934, Page 793, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: John P Rogers, Jr.
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 934, Page 44, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Paula F Stafford
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 20, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Betty Jane Rogers Crawford
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 28, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
LESSOR: Joanne Rogers Lannom
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 16, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
 LESSOR: Virgie Nell Rogers Carter
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 935, Page 51, of the Official Public Records of Reeves County, Texas

DATED: March 8th, 2012
 LESSOR: Nancy Rogers Stout
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 935, Page 99, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
 LESSOR: John Day Stevens
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 935, Page 79, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
 LESSOR: Mary Frank Owen
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 936, Page 168, of the Official Public Records of Reeves County, Texas

DATED: April 20th, 2012
 LESSOR: Effie Jean Bay
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 939, Page 634, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
 LESSOR: Glenda Cowan Garza
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 935, Page 83, of the Official Public Records of Reeves County, Texas

DATED: March 13th, 2012
 LESSOR: Barbara Cowan Howell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 935, Page 87, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
 LESSOR: Alice Lucille Showers Living Trust
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 936, Page 188, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
 LESSOR: Betty Sue Walker
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 945, Page 702, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
 LESSOR: Larry E. Day
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 936, Page 116, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
 LESSOR: Cynthia Barthelme
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: Volume 936, Page 140, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
LESSOR: Stephen Slaughter
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 176, of the Official Public Records of Reeves County, Texas

DATED: March 14th, 2012
LESSOR: Mai Ling Slaughter
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 353, of the Official Public Records of Reeves County, Texas

DATED: March 23rd, 2012
LESSOR: Terry Haines Blovsky
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 180, of the Official Public Records of Reeves County, Texas

DATED: March 23rd, 2012
LESSOR: William Jay Madison
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 369, of the Official Public Records of Reeves County, Texas

DATED: March 23rd, 2012
LESSOR: Vicky Milligan
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 204, of the Official Public Records of Reeves County, Texas

DATED: March 20th, 2012
LESSOR: Todd M Ray
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 192, of the Official Public Records of Reeves County, Texas

DATED: March 20th, 2012
LESSOR: Larry F. Ray
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 184, of the Official Public Records of Reeves County, Texas

DATED: September 1st, 2012
LESSOR: Arabella Minerals & Royalties, LLC
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ___, Page ___, of the Official Public Records of Reeves County, Texas

DATED: July 11th, 2012
LESSOR: Christopher Franks
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ___, Page ___, of the Official Public Records of Reeves County, Texas

DATED: March 27th, 2012
LESSOR: Della M Staton
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 378, of the Official Public Records of Reeves County, Texas

DATED: March 27th, 2012
LESSOR: John E Bates
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 365, of the Official Public Records of Reeves County, Texas

DATED: July 11th, 2012
LESSOR: Bill D Bates
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ___, Page ___, of the Official Public Records of Reeves County, Texas

DATED: March 27th, 2012
LESSOR: James Bates
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 374, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Sherry Day Foster
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 132, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Angela Lorz
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 152, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Larry R Day
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 67, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Edward R Day
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 124, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Cheryl Kurzawa
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 935, Page 75, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Don Day, Alf Polly Day
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 938, Page 357, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Nancy Starr
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 144, of the Official Public Records of Reeves County, Texas

DATED: March 15th, 2012
LESSOR: Don Griffiths
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 120, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Raymond A Young Trust
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ___, Page ___, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Duff L Young, AIF for Ben R Young
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Estate of Arthur L Young
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 156, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Ann Colwell
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Alice Belle East
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 791, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: Edmond E Young
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 148, of the Official Public Records of Reeves County, Texas

DATED: March 21st, 2012
LESSOR: John W Young
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 164, of the Official Public Records of Reeves County, Texas

DATED: March 23rd, 2012
LESSOR: Eva O'Brien
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 160, of the Official Public Records of Reeves County, Texas

DATED: March 22nd, 2012
LESSOR: Barbara Jean Pansarosa
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 196, of the Official Public Records of Reeves County, Texas

DATED: March 22nd, 2012
LESSOR: Bren Marr Davis
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 936, Page 200, of the Official Public Records of Reeves County, Texas

DATED: August 1st, 2012
LESSOR: Community Bank of Raymore, as agent under agreement with trustees of William L Abernathy Testamentary Lead Trust, as Trustee for WD Johnson, Jr. F/B/O Dorothy Haggerty, as Trustee for Timothy S Brandom, as Trustee for Laura E Couch, as Trustee for William S Brandom, Jr., as Trustee for Deborah B Miller, as Trustee for Robert J Brandom, as Trustee for Thomas M Scruggs F/B/O Milius D Scruggs, as Trustee for Thomas M Scruggs F/B/O Thomas Mitchell Scruggs, Jr., as Trustee for Kern Kenyon, as Trustee for Claudia Kenyon, as Agent under Agreement with Trustees of the David L Fayman Revocable Trust, as Agent under Agreement with Trustees of the Faith Fayman Strong Revocable Trust, as Trustee for Abbie J Burton F/B/O Lynn Lumbard, as Trustee for Abbie J Burton F/B/O Mark Lumbard, as Trustee for Abbie J Burton F/B/O Nancy Martin, as Trustee for Abbie J Burton F/B/O Susan Martin, as Trustee for Abbie J Burton F/B/O Laura Martin, as Trustee for Abbie J Burton F/B/O Kathleen Field, as Agent under Agreement with Trustees of the Jacqueline B Charno Charitable Lead Trust, as Agent under Agreement with Trustees of the Bebe and Tom Dunncliffe Charitable Lead Trust, as Agent under Agreement with Trustees of the Mark B Lumbard Revocable Trust, as Trustee for Lynn C Lumbard.
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume ___, Page ___, of the Official Public Records of Reeves County, Texas

WOLFBONE PROJECT

ATTACHED TO AND MADE A PART OF THAT CERTAIN JOINT OPERATING AGREEMENT DATED THE 1st DAY OF MARCH, 2013, BETWEEN ARABELLA PETROLEUM COMPANY, LLC, AS OPERATOR, AND JAM OIL AND GAS, LP, AS NON-OPERATOR

LANDS SUBJECT TO THIS AGREEMENT:

- ☒ • All of Section 12, Block 51, Township 8 T&P RR Co Survey, Reeves County, Texas, being 640 acres, more or less,
- The West Half (W/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, being 320 acres, more or less,
- ☒ • All of Section 3, Block C-6 Public School Land Survey, Reeves County, Texas, being 320 acres, more or less,
- All of Section 46 Block 5 H&GN RR Co Survey, Reeves County, Texas, being 640 acres, more or less,
- The East Half (E/2) of Section 36, Block 55, Township 5 T&P RR Co Survey, Reeves County, Texas, being 320 acres, more or less,
- All of Section 44, Block 55, Township 5 T&P RR Co Survey, Reeves County, Texas, save and except the Southwest one eighth of the Northeast Quarter (SE/8NE/4), containing 620 acres, more or less,
- The North Half of the Southeast Quarter (N/2SE/4) of Section 16, Block C-17 Public School Land Survey, Reeves County, Texas, being 80 acres, more or less,
- The West Half of the Northeast Quarter of Section 16, Block C-17 Public School Land Survey, Reeves County, Texas, being 480 acres, more or less,
- All of Section 17, Block C 17 Public School Land Survey, Reeves County, Texas, being 640 acres, more or less,
- All of Section 23, Block 70 Public School Land Survey, Reeves County, Texas, being 640 acres, more or less,
- The East Half (E/2) of Section 9, Block 72 Public School Land Survey, Reeves County, Texas, being 320 acres, more or less,
- A tract out of the East part of the West part of the Bryon Johnson Survey, Section 3, A-5749, Scrap File #7499, Reeves County, Texas, being 40 acres, more or less,
- A tract out of the North middle part of the Bryon Johnson Survey, Section 3, A-5749, Scrap File #7499, Reeves County, Texas, being 131.1 acres, more or less,
- A tract out of the Southwest part of the Bryon Johnson Survey, Section 3, A 5573, Scrap File # 7499, Reeves County, Texas, being 99 83 acres, more or less,
- All of Section 32, Block 49, Township 9 T&P RR Co Survey, Pecos County, Texas, being 640 acres, more or less,
- All of Section 61, Block 34 H&TC RR Co Survey, Ward County, Texas, being 640 acres, more or less,
- All of Section 44, Block 53, Township 2, Loving County, Texas, being 640 acres, more or less

LEASES SUBJECT TO THIS AGREEMENT:

All of Section 12, Block 51, Township 8 T&P RR Co Survey, Reeves County, Texas, being 640 acres, more or less:

DATED February 17th, 2010
LESSOR Bruce Alan Bauer
LESSEE John L. May
RECORDED Volume 838, Page 715, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Carol Ann Siegel
LESSEE: John L. May
RECORDED: Volume 839, Page 639, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Evelyn Grace Shull Green
LESSEE: John L. May
RECORDED: Volume 838, Page 712, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Gordon D. Woods
LESSEE: John L. May
RECORDED: Volume 839, Page 254, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Jane H. Woods
LESSEE: John L. May
RECORDED: Volume 839, Page 261, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Jesse D. Woods, Jr.
LESSEE: John L. May
RECORDED: Volume 838, Page 709, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Marian Drain & William Woods Est.
LESSEE: John L. May
RECORDED: Volume 839, Page 645, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Mary Nancy Bauer Richards
LESSEE: John L. May
RECORDED: Volume 839, Page 257, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: Patrick Marvin Matthews
LESSEE: John L. May
RECORDED: Volume 839, Page 642, of the Official Public Records of Reeves County, Texas

DATED: February 17th, 2010
LESSOR: William R. Woods
LESSEE: John L. May
RECORDED: Volume 840, Page 724, of the Official Public Records of Reeves County, Texas

The West Half (W/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, being
320 acres, more or less:

DATED: July 24th, 2012
LESSOR: Jim Sam Camp, Trustee of the Jim Sam Camp Trust, the Judith Camp Sauer Trust, and
the Jean Elizabeth Camp Robillard Trust
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 958, Page 204, of the Official Public Records of Reeves County, Texas

DATED: October 7th, 2010
LESSOR: Patsy Pauline Kesey, individually, and as Trustee
LESSEE: Atlantic Operating, Inc.
RECORDED: Volume 862, Page 1, of the Official Public Records of Reeves County, Texas

All of Section 3, Block C-6 Public School Land Survey, Reeves County, Texas, being 320 acres, more or less;

DATED: September 11th, 1959
LESSOR: Ruth W. Hord, and husband, John A. Hord; Emily Spiller Bell, individually, and as Independent Executrix of the Estate of I.C. Bell, Dec.
LESSEE: Gulf Oil Corporation
RECORDED: Volume 196, Page 337, of the Official Public Records of Reeves County, Texas

All of Section 46, Block 5 H&GN RR Co. Survey, Reeves County, Texas, being 640 acres, more or less;

DATED: February 5th, 2013
LESSOR: The State of Texas acting by and through its agent, ZPZ Delaware I, LLC
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

The East Half (E/2) of Section 36, Block 55, Township 5 T&P RR Co. Survey, Reeves County, Texas, being 320 acres, more or less:

DATED: November 1st, 2012
LESSOR: The State of Texas, acting by and through its agent, Tom Johnson
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 973, Page 262, of the Official Public Records of Reeves County, Texas

All of Section 44, Block 55, Township 5 T&P RR Co Survey, Reeves County, Texas, save and except the Southwest one-eighth of the Northeast Quarter (SE/8NE/4), containing 620 acres, more or less:

DATED: February 23rd, 2011
LESSOR: The State of Texas, acting by and through its agent, The Allar Company
LESSEE: Blackstone Resources, LLC
RECORDED: Volume 874, Page 350, of the Official Public Records of Reeves County, Texas

The North Half of the Southeast Quarter (N/2SE/4) of Section 16, Block C-17 Public School Land Survey, Reeves County, Texas, being 80 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

The West Half of the Northeast Quarter of Section 16, Block C-17 Public School Land Survey, Reeves County, Texas, being 480 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

All of Section 17, Block C-17 Public School Land Survey, Reeves County, Texas, being 640 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

All of Section 23, Block 70 Public School Land Survey, Reeves County, Texas, being 640 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

The East Half (E/2) of Section 9, Block 72 Public School Land Survey, Reeves County, Texas, being 320 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

A tract out of the East part of the West part of the Bryon Johnson Survey, Section 3, A-5749, Scrap File #7499, Reeves County, Texas, being 40 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

A tract out of the North middle part of the Bryon Johnson Survey, Section 3, A-5749, Scrap File #7499, Reeves County, Texas, being 131.1 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

A tract out of the Southwest part of the Bryon Johnson Survey, Section 3, A-5573, Scrap File # 7499, Reeves County, Texas, being 99.83 acres, more or less:

DATED: September 21st, 2012
LESSOR: Jobe Ranch Family Limited Partnership
LESSEE: Blackrock Resources, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Reeves County, Texas

All of Section 32, Block 49, Township 9 T&P RR Co Survey, Pecos County, Texas, being 640 acres, more or less:

DATED: November 15th, 2012
LESSOR: Frances Muddell Weatherby Holbert, Individually and as Independent Executrix and Personal Representative with Will Annexed of the Estate of Ivy Bates Weatherby, deceased and as Trustee of the Ivy Bates Weatherby Revocable Trust under Trust Agreement dated August 21, 1986, as Amended and Restated on November, 6, 1995
LESSEE: Stephen C. Cole
RECORDED: Volume 62, Page 381, of the Official Public Records of Pecos County, Texas

All of Section 61, Block 34 H&TC RR Co Survey, Ward County, Texas, being 640 acres, more or less:

DATED: January 17th, 2013
LESSOR: Linda Jackson Welty, Trustee
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 954, Page 58, of the Official Public Records of Ward County, Texas

DATED: November 12th, 2012
LESSOR: Colt Development, LLC
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume 954, Page 568, of the Official Public Records of Ward County, Texas

DATED: November 12th, 2012
LESSOR: Northern Trust Bank, Trustee
LESSEE: Arabella Petroleum Company, LLC
RECORDED: Volume __, Page __, of the Official Public Records of Ward County, Texas

All of Section 44, Block 53, Township 2, Loving County, Texas, being 640 acres, more or less:

DATED: December 1st, 2012

LESSOR: Community Bank of Raymore as Trustee for Timothy S. Brandom; Community Bank of Raymore as Trustee for Laura E. Couch; Community Bank of Raymore as Trustee for William S. Brandom; Community Bank of Raymore as Trustee for Deborah B. Miller; Community Bank of Raymore as Trustee for Robert J. Brandom; Community Bank of Raymore as Trustee under Trust Agreement from W.D. Johnson, Jr.; Community Bank of Raymore as Trustee under Trust Agreement from Kern E. Kenyon; Community Bank of Raymore as Trustee under Trust Agreement from Claudia Kenyon Floyd; Community Bank of Raymore as Trustee under Trust Agreement from Thomas Mitchell Scruggs, Jr.; Community Bank of Raymore as Trustee under Trust Agreement from Milus D. Scruggs; Community Bank of Raymore as Agent for the David L. Fayman Trust; Community Bank of Raymore as Agent for the Faith Fayman Strong Trust; Community Bank of Raymore as Trustee under Trust Agreement from Danah H. Fayman; Community Bank of Raymore as Trustee under Trust Agreement as Amended and Restated from Harry T. Abernathy; Community Bank of Raymore as Trustee, under Trust Agreement from Cabell Gillespie; Community Bank of Raymore as Trustee under Trust Agreement from Keri Cowart; Community Bank of Raymore as Agent for the William L. Abernathy Charitable Lead Trust; Community Bank of Raymore as Trustee under Trust Agreement from Abbie J. Burton; Community Bank of Raymore as Trustee under Trust Agreement from Abbie J. Burton.

LESSEE: Arabella Petroleum Company, LLC

RECORDED: Volume __, Page __, of the Official Public Records of Loving County, Texas

WOLFBONE PROJECT

ATTACHED TO AND MADE A PART OF THAT CERTAIN OPERATING AGREEMENT DATED THE 1ST DAY OF SEPTEMBER, 2012, BETWEEN ARABELLA PETROLEUM COMPANY, LLC, AS OPERATOR, AND LYNX PRODUCTION COMPANY, INC., ET AL, AS NON-OPERATOR:

V
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LANDS SUBJECT TO THIS AGREEMENT:

East Half (E/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, containing 320 acres, more or less;

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Middle 320 acres of Section 140, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

1

Southeast Quarter (SE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

Northeast Quarter (NE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

P
G

West Half (W/2) of Section 103 and East Half (E/2) of Section 138, Block 1 H&TC RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less;

LEASES SUBJECT TO THIS AGREEMENT:

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East Half (E/2) of Section 24, Block C-8 Public School Land Survey, Reeves County, Texas, containing 320 acres, more or less:

DATED: February 25th, 2011
LESSOR: Jo Ann Hopkins Bryan, ssp
LESSEE: Atlantic Operating, Inc.
RECORDED: 875/01

DATED: February 25th, 2011
LESSOR: Debra Ann Cummings, ssp
LESSEE: Atlantic Operating, Inc.
RECORDED: 874/817

DATED: July 25th, 2012
LESSOR: Jim Sam Camp, Trustee of the Jim Sam Camp Trust, the Judith Camp Sauer Trust, and the Jean Camp Robillard Trust
LESSEE: Arabella Petroleum Company, LLC
RECORDED:

Middle 320 acres of Section 140, Block 13 H&GN RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less:

DATED: June 11th, 2012
LESSOR: Georgia Graham Jones
LESSEE: Arabella Petroleum Company, LLC
RECORDED: 945/766

DATED: June 11th, 2012
LESSOR: Wayne S. Graham
LESSEE: Arabella Petroleum Company, LLC
RECORDED: 945/748

DATED: June 11th, 2012
 LESSOR: George W. Graham
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 945/730

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L

DATED: June 11th, 2012
 LESSOR: Gwendolyn Geltemeyer
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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1

DATED: June 11th, 2012
 LESSOR: Jess St. Clair, as Executor of the Estate of Sharon B. St. Clair
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

Southeast Quarter (SE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas,
 containing 160 acres, more or less:

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G

DATED: July 25th, 2012
 LESSOR: Gary Don Ray, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

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DATED: July 25th, 2012
 LESSOR: Darrell L. Locker, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: James D. Locker, Jr., as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: Kenneth Locker, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: John Lan Locker, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: Mark Locker, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: Lisa Locker Ehlert, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: Charlotte Locker Sims, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

V
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L

DATED: July 25th, 2012
 LESSOR: Mickey Ray, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

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DATED: July 25th, 2012
 LESSOR: Joe Bob Wells and wife, Melody Wells, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

DATED: July 25th, 2012
 LESSOR: Bill Ray, as Agent for the State of Texas
 LESSEE: McCabe Petroleum Corp.
 RECORDED:

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G

Northeast Quarter (NE/4) of Section 180, Block 13 H&GN RR Co. Survey, Reeves County, Texas,
 containing 160 acres, more or less:

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DATED: July 25th, 2012
 LESSOR: Gary Don Ray, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 853/377

DATED: July 25th, 2012
 LESSOR: Darrell L. Locker, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 865/83

DATED: July 25th, 2012
 LESSOR: James D. Locker, Jr., as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/490

DATED: July 25th, 2012
 LESSOR: Kenneth Locker, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/41

DATED: July 25th, 2012
 LESSOR: John Lan Locker, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 850/21

DATED: July 25th, 2012
 LESSOR: Mark Locker, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/31

DATED: July 25th, 2012
 LESSOR: Lisa Locker Ehlert, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/51

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DATED: July 25th, 2012
 LESSOR: Charlotte Locker Sims, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/480

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DATED: July 25th, 2012
 LESSOR: Mickey Ray, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/500

DATED: July 25th, 2012
 LESSOR: Joe Bob Wells and wife, Melody Wells, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/11

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DATED: July 25th, 2012
 LESSOR: Bill Ray, as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 851/01

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DATED: July 25th, 2012
 LESSOR: Gary Don Ray, Executor of the Estate of Mary Wylie, dec., as Agent for the State of Texas
 LESSEE: Atlantic Operating, Inc.
 RECORDED: 853/377

West Half (W/2) of Section 103 and East Half (E/2) of Section 138, Block 1 H&TC RR Co. Survey, Reeves County, Texas, containing 320 acres, more or less:

DATED: 3/6/2012
 LESSOR: Helen Sallis Phipps
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/63

DATED: 3/6/2012
 LESSOR: Ann Haubegger
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/59

DATED: 3/6/2012
 LESSOR: Lois Ruth Heffington, Individually and as Executrix of the Estate of Tom Heffington
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/55

DATED: 3/6/2012
 LESSOR: Evander Ammons
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/91

DATED: 8/25/2012
 LESSOR: Melvin Cowan, II
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/7/2012
 LESSOR: Ruby Sallis
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/128

DATED: 3/7/2012
 LESSOR: Ann V. Farwell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/5

DATED: 3/7/2012
 LESSOR: Frances Caroline Diabeti
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/95

DATED: 3/7/2012
 LESSOR: Angela Rambo
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/13

DATED: 3/7/2012
 LESSOR: Woody Kent Cowan
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/9

DATED: 3/7/2012
 LESSOR: Nancy Dennis
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/40

DATED: 3/7/2012
 LESSOR: Sam White
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/36

DATED: 4/20/2012
 LESSOR: Kimberly Elrod
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 939/619

DATED: 3/13/2012
 LESSOR: Charles Elrod
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/136

DATED: 3/13/2012
 LESSOR: Georgia Congleton
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/71

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DATED: 3/13/2012
 LESSOR: Linda Merritt
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/172

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DATED: 3/7/2012
 LESSOR: Susan M Myers
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/32

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DATED:
 LESSOR: Patsy Ruth Young
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/8/2012
 LESSOR: Susan Mirike
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/1

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DATED: 3/8/2012
 LESSOR: Katherine A Hearn
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/24

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DATED: 3/8/2012
 LESSOR: Paul H Rogers
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/48

DATED: 3/8/2012
 LESSOR: Mary W Rogers Black
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 934/797

DATED: 3/8/2012
 LESSOR: OL Rogers, Jr.
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 934/793

DATED: 3/8/2012
 LESSOR: John P Rogers, Jr.
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/44

DATED: 3/8/2012
 LESSOR: Paula F Stafford
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/20

DATED: 3/8/2012
 LESSOR: Betty Jane Rogers Crawford
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/28

DATED: 3/8/2012
 LESSOR: Joanne Rogers Lannom
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/16

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DATED: 3/8/2012
 LESSOR: Virgie Nell Rogers Carter
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/51

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DATED: 3/8/2012
 LESSOR: Nancy Rogers Stout
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/99

DATED:
 LESSOR: Betty Trafton
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED: 3/13/2012
 LESSOR: John Day Stevens
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/79

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DATED: 3/13/2012
 LESSOR: Mary Frank Owen
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/168

DATED: 4/20/2012
 LESSOR: Effie Jean Bay
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 939/634

DATED: 3/13/2012
 LESSOR: Glenda Cowan Garza
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/83

DATED: 3/13/2012
 LESSOR: Barbara Cowan Howell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/87

DATED:
 LESSOR: Lillian Estelle Whiting
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/14/2012
 LESSOR: Alice Lucille Showers Living Trust
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/188

DATED:
 LESSOR: Betty Sue Walker
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED: 3/14/2012
 LESSOR: Larry E. Day
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/116

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DATED: 3/14/2012
 LESSOR: Cynthia Barthelme
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/140

DATED: 3/14/2012
 LESSOR: Stephen Slaughter
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/176

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DATED: 3/14/2012
 LESSOR: Mai Ung Slaughter
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 938/353

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DATED: 3/23/2012
 LESSOR: Terry Haines Blovsky
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/180

DATED: 3/23/2012
 LESSOR: William Jay Madison
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 938/369

DATED: 3/23/2012
 LESSOR: Vicky Milligan
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/204

DATED: 3/20/2012
 LESSOR: Todd M Ray
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/192

DATED: 3/20/2012
 LESSOR: Larry F. Ray
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/184

DATED:
 LESSOR: Arabella Petroleum Company, LLC
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED:
 LESSOR: Christopher Franks
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED: 3/27/2012
 LESSOR: Della M Staton
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 938/378

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DATED: 3/27/2012
 LESSOR: John E Bates
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 938/365

DATED:
 LESSOR: Bill D Bates
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED: 3/27/2012
 LESSOR: James Bates
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 938/374

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DATED: 3/15/2012
 LESSOR: Sherry Day Foster
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/132

DATED: 3/15/2012
 LESSOR: Angela Lorz
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/152

DATED:
 LESSOR: Robert Horne
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/15/2012
 LESSOR: Larry R Day
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/67

DATED: 3/15/2012
 LESSOR: Edward R Day
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/124

DATED: 3/15/2012
 LESSOR: Cheryl Kurzawa
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 935/75

DATED:		
LESSOR:	James Robert Story	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:		V
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DATED:	3/15/2012	
LESSOR:	Don Day, AIF Polly Day	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:	938/357	1
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DATED:		
LESSOR:	Bill B Day	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:		
DATED:	3/15/2012	
LESSOR:	Nancy Starr	P
LESSEE:	Arabella Petroleum Company, LLC	G
RECORDED:	936/144	
DATED:	3/15/2012	0
LESSOR:	Don Griffiths	7
LESSEE:	Arabella Petroleum Company, LLC	2
RECORDED:	936/120	5
DATED:		
LESSOR:	Raymond A Young Trust	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:		
DATED:		
LESSOR:	Duff L Young, AIF for Ben R Young	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:		
DATED:	3/21/2012	
LESSOR:	Estate of Arthur L Young	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:	936/156	
DATED:		
LESSOR:	Ellen Young	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:		
DATED:	3/21/2012	
LESSOR:	Alice Belle East	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:	936/791	
DATED:	3/21/2012	
LESSOR:	Edmond E Young	
LESSEE:	Arabella Petroleum Company, LLC	
RECORDED:	936/148	

DATED: 3/21/2012
 LESSOR: John W Young
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/164

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DATED: 3/23/2012
 LESSOR: Eva O'Brien
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/160

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DATED:
 LESSOR: Charles Colwell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED:
 LESSOR: Kelly Johnson
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED:
 LESSOR: Bill Colwell, AIF Charlotte Colwell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

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DATED:
 LESSOR: Ann Colwell
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/22/2012
 LESSOR: Barbara Jean Pansarosa
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/196

DATED:
 LESSOR: Terry Ray Davis
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED:

DATED: 3/22/2012
 LESSOR: Bren Marr Davis
 LESSEE: Arabella Petroleum Company, LLC
 RECORDED: 936/200

DATED: 8/1/2012
 LESSOR: Community Bank of Raymore, as agent under agreement with trustees of William L Abernathy Testamentary Lead Trust, as Trustee for WD Johnson, Jr. F/B/O Dorothy Haggerty, as Trustee for Timothy S Brandom, as Trustee for Laura E Couch, as Trustee for William S Brandom, Jr., as Trustee for Deborah B Miller, as Trustee for Robert J Brandom, as Trustee for Thomas M Scruggs F/B/O Milus D Scruggs, as Trustee for Thomas M Scruggs F/B/O Thomas Mitchell Scruggs, Jr., as Trustee for Kern Kenyon, as Trustee for Claudia Kenyon, as Agent under Agreement with Trustees of the David L Fayman Revocable Trust, as Agent under Agreement with Trustees of the Faith Fayman Strong Revocable Trust, as Trustee for Abbie J Burton F/B/O Lynn Lumbard, as Trustee for Abbie J Burton F/B/O Mark Lumbard, as Trustee for Abbie J Burton F/B/O Nancy Martin, as Trustee for Abbie J Burton F/B/O Susan Martin, as

Trustee for Abbie J Burton F/B/O Laura Martin, as Trustee for Abbie J Burton F/B/O Kathleen Field, as Agent under Agreement with Trustees of the Jacqueline B Charno Charitable Lead Trust, as Agent under Agreement with Trustees of the Bebe and Tom Dunnidiffe Charitable Lead Trust, as Agent under Agreement with Trustees of the Mark B Lombard Revocable Trust, as Trustee for Lynn C Lombard.

LESSEE: Arabella Petroleum Company, LLC

RECORDED:

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Fill in this information to identify the case:

Debtor name **Arabella Exploration, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-40120-rfn11**☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.☒ Yes. Fill in all of the information below.**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

2.1 Arabella Petroleum JIBS

Creditor's Name

**509 Pecan St. Ste. 200
Fort Worth, TX 76102**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No☒ Yes. Specify each creditor, including this creditor and its relative priority.**1. Platinum Partners Credit Opportunities
2. Arabella Petroleum JIBS
3. Founders Oil and Gas Operating, LLC
4. Sooner Pipe, L.L.C., c/o B. Blue Hyatt
5. Surf-Frac Wellhead Equipment Co., Inc.**Describe debtor's property that is subject to a lien
Mineral rights in oil and gas properties in Texas, including, among other properties, working interests in six operating wells; please see Exhibit A for legal descriptions of certain of the oil and gas properties

Describe the lien

Operators lien

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☒ Contingent☐ Unliquidated☒ Disputed**\$2,952,190.32****\$10,200,000.00****2.2 Brigham**

Creditor's Name

**5914 W Courtyard Dr
Austin, TX 78730**

Creditor's mailing address

Describe debtor's property that is subject to a lien

90 days or less: Expected receipt of \$650,000+ regarding exercise of tag-along rights regarding working interests in certain non-operating wells

Describe the lien

Operators lien**\$258,567.99****\$650,000.00**

C7/bc 2/10/17 nonuse

Debtor **Arabella Exploration, LLC**
NameCase number (if know) **17-40120-rfn11**

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No☒ Yes. Specify each creditor, including this creditor and its relative priority.

1. Brigham
2. Platinum Partners Credit Opportunities
3. Arabella Petroleum JIBS
4. Sooner Pipe, L.L.C., c/o B. Blue Hyatt
5. Surf-Frac Wellhead Equipment Co., Inc.

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☒ Disputed2.3 **Energex**

Creditor's Name

3300 North "A" St Bldg 4
Ste 100
Midland, TX 79705

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

\$23,435.22**Unknown**

Describe the lien

Operators lien

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☒ Disputed2.4 **Founders Oil and Gas Operating, LLC**

Creditor's Name

113 Corporate Dr
Midland, TX 79705

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Describe debtor's property that is subject to a lien

Mineral rights in oil and gas properties in Texas, including, among other properties, working interests in six operating wells; please see Exhibit A for legal descriptions of certain of the oil and gas properties

\$611,265.96**\$10,200,000.00**

Describe the lien

Operators lien

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No

Debtor **Arabella Exploration, LLC**
NameCase number (if know) **17-40120-rfn11**

Last 4 digits of account number

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Do multiple creditors have an interest in the same property?

☐ No☒ Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

As of the petition filing date, the claim is:

Check all that apply

☒ Contingent☐ Unliquidated☒ Disputed2.5 **J Cleo Thompson**

Creditor's Name

**325 N St Paul Ste 4300
Dallas, TX 75201**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

\$30,218.60**Unknown**

Describe the lien

Operators lien

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☒ Disputed2.6 **Platinum Partners Credit Opportunities**

Creditor's Name

**250 West 55th Street, 14th
Floor
New York, NY 10019**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

10/28/2016

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No☒ Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

Describe debtor's property that is subject to a lien

\$19,050,573.24**\$10,200,000.00****Mineral rights in oil and gas properties in Texas, including, among other properties, working interests in six operating wells; please see Exhibit A for legal descriptions of certain of the oil and gas properties**

Describe the lien

Deeds of trust, etc.

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☒ Disputed2.7 **Sooner Pipe, L.L.C., c/o B. Blue Hyatt**

Describe debtor's property that is subject to a lien

\$250,000.00**\$10,200,000.00**

Debtor **Arabella Exploration, LLC**
NameCase number (if know) **17-40120-rfn11**

Creditor's Name

**LYNCH, CHAPPELL &
ALSUP, P.C.
The Reliance Building,
Suite 700
300 North Marienfeld
Midland, TX 79701**

Creditor's mailing address

**Mineral rights in oil and gas properties in
Texas, including, among other properties,
working interests in six operating wells;
please see Exhibit A for legal descriptions of
certain of the oil and gas properties**

Describe the lien

Pending lawsuit

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number
0CVRDo multiple creditors have an
interest in the same property?☐ No☒ Yes. Specify each creditor,
including this creditor and its relative
priority.**Specified on line 2.1**

As of the petition filing date, the claim is:

Check all that apply

☒ Contingent☐ Unliquidated☒ Disputed

2.8

**Surf-Frac Wellhead
Equipment Co., Inc.**

Creditor's Name

**1000 Lousiana Street
Houston, TX 77002**

Creditor's mailing address

Describe debtor's property that is subject to a lien

**Mineral rights in oil and gas properties in
Texas, including, among other properties,
working interests in six operating wells;
please see Exhibit A for legal descriptions of
certain of the oil and gas properties****\$347,653.00****\$10,200,000.00**

Describe the lien

Judgment lien

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☐ No☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number
B139,498Do multiple creditors have an
interest in the same property?☐ No☒ Yes. Specify each creditor,
including this creditor and its relative
priority.**Specified on line 2.1**

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☐ Unliquidated☒ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$23,523,904.
33****Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Debtor **Arabella Exploration, LLC**Case number (if know) **17-40120-rfn11**

Name

Name and address

On which line in Part 1 did
you enter the related creditor?Last 4 digits of
account number for
this entity

Founders Oil and Gas Operating, LLC
Gardere Wynne Sewell LLP
c/o Sean Wilson
1000 Louisiana Street, Ste. 2000
Houston, TX 77002

Line 2.4

McClinton Energy Group, LLC
12620 Hwy 191
Midland, TX 79707

Line 2.8

Platinum Long Term Growth VIII, LLC
250 West 55th Street, 14th Floor
New York, NY 10019

Line 2.6

Platinum, c/o Schafer and Weiner, PLLC
40950 Woodward Ave., Ste. 100
Attn: Michael Baum, Esq.
Bloomfield Hills, MI 48304

Line 2.6

Fill in this information to identify the case:

Debtor name **Arabella Exploration, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-40120-rfn11**☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address A.S.S.I.S.T. 2807 Monties Arlington, TX 76015 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$607.50
3.2	Nonpriority creditor's name and mailing address Accountemps PO Box 743295 Los Angeles, CA 90074-3295 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$9,568.98
3.3	Nonpriority creditor's name and mailing address Action Shred of Texas 2835 Congressman Ln Dallas, TX 75220 Date(s) debt was incurred <u>7/27/2016</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$110.00
3.4	Nonpriority creditor's name and mailing address Ambit PO Box 660462 Dallas, TX 75266-0642 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$833.36

C7K 2/10/17 Amos

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3.5	Nonpriority creditor's name and mailing address American Arbitration Association 13727 Noel Road Ste 700 Dallas, TX 75240 Date(s) debt was incurred <u>9/30/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$617.50
3.6	Nonpriority creditor's name and mailing address Benefit Plans Administrator 6 Rhoads Drive Ste 7 Utica, NY 08322 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$14,783.05
3.7	Nonpriority creditor's name and mailing address Best Facility Services 305 NE Loop 820 Ste 106 Hurst, TX 76053 Date(s) debt was incurred <u>6/15/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,299.00
3.8	Nonpriority creditor's name and mailing address Blue Cross Blue Shield PO Box 731428 Dallas, TX 75373-1428 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,685.48
3.9	Nonpriority creditor's name and mailing address Blue Jean Networks 4521 S Hulen St Fort Worth, TX 76109 Date(s) debt was incurred <u>9/14/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,210.98
3.10	Nonpriority creditor's name and mailing address BZB Investments, Inc. 39 Mill Rd New Canaan, CT 06840 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$221,256.00
3.11	Nonpriority creditor's name and mailing address Capital Real Estate 50 South Sixth St Ste 1480 Minneapolis, MN 55402 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,879.22

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3.12	Nonpriority creditor's name and mailing address Charter PO Box 790261 St Louis, MO 63179-0261 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$921.11
3.13	Nonpriority creditor's name and mailing address Codan Trust PO Box 2681 Grand Cayman Cayman Islands KY1-1111 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$15,322.51
3.14	Nonpriority creditor's name and mailing address Comptroller of Public Accounts PO Box 149348 Austin, TX 78714-9348 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50.00
3.15	Nonpriority creditor's name and mailing address Continental Stock Transfer 17 Battery Place New York, NY 10004 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,000.00
3.16	Nonpriority creditor's name and mailing address Crude State Tire and Lube 150 Raul Florez Blvd Pecos, TX 79772 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,060.43
3.17	Nonpriority creditor's name and mailing address Dawson Parrish 309 West 7th St Ste 915 Fort Worth, TX 76102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,669.01
3.18	Nonpriority creditor's name and mailing address DBTEX Management 509 Pecan St Ste 200 Fort Worth, TX 76102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$20,715.02

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3.19	Nonpriority creditor's name and mailing address Denitech PO Box 844173 Dallas, TX 75284-4173 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,040.67
3.20	Nonpriority creditor's name and mailing address Dragon Blue, Incorporated 39 Mill Rd New Canaan, CN 06840 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$76,506.66
3.21	Nonpriority creditor's name and mailing address Edgar Agents 105 White Oak Ln Ste 104 Old Bridge, NJ 08857 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,476.00
3.22	Nonpriority creditor's name and mailing address Embark Consulting 1717 McKinney Ave Ste 700 Dallas, TX 75202 Date(s) debt was incurred <u>10/12/2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$21,426.25
3.23	Nonpriority creditor's name and mailing address Equisolve 2455 E Sunrise Blvd Ste 1201 Fort Lauderdale, FL 33304 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,099.00
3.24	Nonpriority creditor's name and mailing address First Insurance PO Box 66468 Chicago, IL 60666-0468 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$20,436.38
3.25	Nonpriority creditor's name and mailing address Foundation Energy PO Box 650002 Dallas, TX 75265-0002 Date(s) debt was incurred <u>11/30/2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$680.20

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3.26	Nonpriority creditor's name and mailing address Geomap Company 1100 Geomap Ln Plano, TX 75074-7135 Date(s) debt was incurred <u>7/1/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$633.27 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.27	Nonpriority creditor's name and mailing address Guardian PO Box 824404 Philadelphia, PA 19182-4404 Date(s) debt was incurred <u>9/23/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$335.16 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.28	Nonpriority creditor's name and mailing address Ham Langston & Brezina 11550 Fuqua Ste 475 Houston, TX 77034 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$2,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.29	Nonpriority creditor's name and mailing address Internal Revenue Service IRS Cincinnati, OH 45999-0150 Date(s) debt was incurred <u>8/31/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$9,959.23 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.30	Nonpriority creditor's name and mailing address Jason Hoisager 509 Pecan St. Ste. 200 Fort Worth, TX 76102 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$3,074,588.20 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.31	Nonpriority creditor's name and mailing address John P. Mobbs 7170 Westwind Dr Ste 2014 El Paso, TX 79912 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$10,917.97 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.32	Nonpriority creditor's name and mailing address Juris Fabrilis 901 Lake St Fort Worth, TX 76102 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$4,140.63 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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3.33	Nonpriority creditor's name and mailing address Kelley Wohlfahrt 2404 Briaroaks Ct Midland, TX 79707 Date(s) debt was incurred <u>12/13/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$734.63 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.34	Nonpriority creditor's name and mailing address Kelly Hart 201 Main Ste 2500 Fort Worth, TX 76102 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$112,672.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.35	Nonpriority creditor's name and mailing address LAN Solutions PO Box 51188 MIDLAND, TX 79710-1188 Date(s) debt was incurred <u>6/22/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,347.50 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.36	Nonpriority creditor's name and mailing address Linda J. Welty, Trustee c/o Michael V. Fitzpatrick HARRIS, FINLEY & BOGLE, P.C. 777 Main Street, Suite 1800 Fort Worth, TX 76102 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u>4915</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Pending lawsuit</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.37	Nonpriority creditor's name and mailing address LNB Asset Management 4006 82nd ST Lubbock, TX 79423 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$2,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.38	Nonpriority creditor's name and mailing address Masterson Royalty Fund 500 W Texas Ave Ste 1450 Midland, TX 79701 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$2,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.39	Nonpriority creditor's name and mailing address McCabe PO Box 11188 Midland, TX 79702 Date(s) debt was incurred <u>9/29/2016</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$500,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.40	Nonpriority creditor's name and mailing address Mercury Insurance PO Box 5600 Rancho Cucamonga, CA 91729-5600 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,075.00
3.41	Nonpriority creditor's name and mailing address Midland Municipal Court 406 E Illinois Midland, TX 79701 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40.00
3.42	Nonpriority creditor's name and mailing address Mike Berkin 637 Patridge Dr Saginaw, TX 76131 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$717.90
3.43	Nonpriority creditor's name and mailing address Morris D. Weiss, Chapter 11 Trustee Waller Lansden Dortch & Davis, LLP 100 Congress Avenue, Suite 1800 Austin, TX 78701 Date(s) debt was incurred ____ Last 4 digits of account number <u>0098</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Pending litigation</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.44	Nonpriority creditor's name and mailing address Municipal Services Bureau PO Box 16777 Austin, TX 78761-6777 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$66.32
3.45	Nonpriority creditor's name and mailing address North Texas Tollway PO Box 660244 Dallas, TX 75266-0244 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$352.56
3.46	Nonpriority creditor's name and mailing address Ntegrated 1320 Greenway Dr Ste 575 Irving, TX 75038 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$393.61

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3.47	Nonpriority creditor's name and mailing address Oil and Gas Investor 1616 S Voss Rd Ste 1000 Houston, TX 77057-9967 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$257.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.48	Nonpriority creditor's name and mailing address Oilfield Software Solutions 523 N Sam Houston Pkwy E Ste 175 Houston, TX 77060 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$7,576.07 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.49	Nonpriority creditor's name and mailing address Piedra PO Box 10485 Midland, TX 79702 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$82,303.18 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.50	Nonpriority creditor's name and mailing address Reeves County Clerk 100 E 4th St Pecos, TX 79772 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$7,539.95 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.51	Nonpriority creditor's name and mailing address Richard Hauser 50 South Sixth St Ste 1480 Minneapolis, MN 55402 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$725.82 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.52	Nonpriority creditor's name and mailing address Security Preferred Title 600 N Marienfeld Ste 100 Midland, TX 79701 Date(s) debt was incurred <u>8/30/2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$81.19 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.53	Nonpriority creditor's name and mailing address Shannon, Gracey, Ratliff & Miller 420 Commerce St Ste 500 Fort Worth, TX 76102 Date(s) debt was incurred <u>10/2/2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$6,550.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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3.54	Nonpriority creditor's name and mailing address Spectrum Business 8413 Excelsior Dr Madison, WI 53717-1970 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$306.57
3.55	Nonpriority creditor's name and mailing address Sterling Title PO Box 2 Sterling City, TX 76951 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$543.02
3.56	Nonpriority creditor's name and mailing address Trans Texas 509 Pecan St Ste 200 Fort Worth, TX 76102 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,600.00
3.57	Nonpriority creditor's name and mailing address TxTag PO Box 650749 Dallas, TX 75265-0749 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11.15
3.58	Nonpriority creditor's name and mailing address Valley Ridge Minerals, LLC 509 Pecan St Ste 200 Fort Worth, TX 76102 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$257,273.23
3.59	Nonpriority creditor's name and mailing address Verizon PO Box 660108 Dallas, TX 75266-0108 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,589.10
3.60	Nonpriority creditor's name and mailing address W.D. Von Gonten & Co 10496 Old Katy Rd Ste 200 Houston, TX 77043 Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,167.00

Debtor **Arabella Exploration, LLC**
NameCase number (if known) **17-40120-rfn11**

3.61	Nonpriority creditor's name and mailing address Walker Law Firm 222 W Exchange Ave Fort Worth, TX 76164 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,550.00
3.62	Nonpriority creditor's name and mailing address Wall Street Transcript 622 3rd Ave 34th Floor New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,000.00
3.63	Nonpriority creditor's name and mailing address Weaver & Tidwell 2821 West 7th St Ste 700 Fort Worth, TX 76107 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,780.65
3.64	Nonpriority creditor's name and mailing address Western Abstract 321 S Oak Pecos, TX 79772 Date(s) debt was incurred <u>9/27/2016</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,540.00
3.65	Nonpriority creditor's name and mailing address WhitleyPenn 1400 West 7th St Ste 400 Fort Worth, TX 76102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,453.85
3.66	Nonpriority creditor's name and mailing address Wildhorse 509 Pecan St Ste 200 Fort Worth, TX 76102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$200,000.00
3.67	Nonpriority creditor's name and mailing address Wright Lindsey & Jennings 200 West Capital Ave Ste 2200 Little Rock, AR 72201 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$12,757.44

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

Name

3.68 Nonpriority creditor's name and mailing address

**Zeisler PLLC
750 Third Ave 9th Floor
New York, NY 10017**

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: Check all that apply.

\$1,682.50

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: _

Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

4.1 **Linda J. Welty, Trustee
c/o Blair L. Park
HARRIS, FINLEY & BOGLE, P.C.
777 Main Street, Suite 1800
Fort Worth, TX 76102**

Line **3.36**☐ Not listed. Explain _**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 4,777,516.01
5c.	\$ 4,777,516.01

Fill in this information to identify the case:

Debtor name Arabella Exploration, LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-40120-rfn11☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property*

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **September 5, 2012
Operating Agreement,
as amended**

State the term remaining

List the contract number of any government contract

**Arabella Petroleum Company, LLC
509 Pecan St Ste 200
Fort Worth, TX 76102**2.2. State what the contract or lease is for and the nature of the debtor's interest **March 1, 2013
Operating Agreement**

State the term remaining

List the contract number of any government contract

**Arabella Petroleum Company, LLC
509 Pecan St Ste 200
Fort Worth, TX 76102**Case 2/10/17
Manager

Fill in this information to identify the case:

Debtor name Arabella Exploration, LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-40120-rfn11☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	AEX Midstream, LLC	509 Pecan St. Ste. 200 Fort Worth, TX 76102	Platinum Partners Credit Opportunities	<input checked="" type="checkbox"/> D <u>2.6</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.2	Andrew H. Jackson		Linda J. Welty, Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.36</u> <input type="checkbox"/> G _____
2.3	Arabella Exploration, Inc.	c/o RSHW (Cayman) Limited 2nd Fl., Winward 1, Regatta Office Park 897, KY1-1103, Grand Cayman Cayman Islands	Sooner Pipe, L.L.C., c/o B. Blue Hyatt	<input checked="" type="checkbox"/> D <u>2.7</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.4	Arabella Exploration, Inc.	c/o RSHW (Cayman) Limited 2nd Fl., Winward 1, Regatta Office Park 897, KY1-1103, Grand Cayman Cayman Islands	Platinum Partners Credit Opportunities	<input checked="" type="checkbox"/> D <u>2.6</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

CS/bw 2/10/17
nonage

Debtor Arabella Exploration, LLCCase number (if known) 17-40120-rfn11**Additional Page to List More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
 Column 1: Codebtor Column 2: Creditor

2.5	Arabella Exploration, Inc.	c/o RSHW (Cayman) Limited 2nd Fl., Winward 1, Regatta Office Park 897, KY1-1103, Grand Cayman Cayman Islands	Morris D. Weiss, Chapter 11 Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
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2.6	Arabella Operating, LLC	P.O. Box 506 Fort Worth, TX 76101	Morris D. Weiss, Chapter 11 Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
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2.7	Arabella Operating, LLC	P.O. Box 506 Fort Worth, TX 76101	Linda J. Welty, Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.36</u> <input type="checkbox"/> G _____
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2.8	Arabella Operating, LLC	P.O. Box 506 Fort Worth, TX 76101	Platinum Partners Credit Opportunities	<input checked="" type="checkbox"/> D <u>2.6</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
-----	-------------------------	--------------------------------------	---	--

2.9	Arabella Petroleum Company, LLC	509 Pecan St Ste 200 Fort Worth, TX 76102	Surf-Frac Wellhead Equipment Co., Inc.	<input checked="" type="checkbox"/> D <u>2.8</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.10	Jason Hoisager	509 Pecan St. Ste. 200 Fort Worth, TX 76102	Morris D. Weiss, Chapter 11 Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
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2.11	Platinum Long Term Growth VIII, LLC	250 West 55th Street, 14th Floor New York, NY 10019	Morris D. Weiss, Chapter 11 Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
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2.12	Platinum Partners Credit Opportunities	250 West 55th Street, 14th Floor New York, NY 10019	Morris D. Weiss, Chapter 11 Trustee	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
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Debtor Arabella Exploration, LLC

Case number (if known) 17-40120-rfn11

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
 Column 1: Codebtor Column 2: Creditor

2.13 **Trans-Texas
Land & Title, LLC** **509 Pecan St. Ste. 200
Fort Worth, TX 76102-4070**

**Morris D. Weiss,
Chapter 11 Trustee**

☐ D _____
☒ E/F 3.43
☐ G _____

Fill in this information to identify the case:

Debtor name Arabella Exploration, LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-40120-rfn11☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that applyGross revenue
(before deductions and exclusions)From the beginning of the fiscal year to filing date:
From 1/01/2017 to Filing Date☒ Operating a business
☐ Other _____\$0.00For prior year:
From 1/01/2016 to 12/31/2016☒ Operating a business
☐ Other _____\$1,200,000.00For year before that:
From 1/01/2015 to 12/31/2015☒ Operating a business
☐ Other _____\$1,475,856.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from
each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

or consigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Jason Hoisager 509 Pecan St. Ste. 200 Fort Worth, TX 76102 Former President and Managing Member	Paid weekly, total received \$115,384.60	\$115,384.60	
4.2. William B. Heyn 39 Mill Road New Canaan, CT 06840 Former Director of Arabella Exploration, Inc.	January, 2016	\$132,508.00	Office furniture, fixtures, equipment and other personal property were transferred to Mr. Heyn
4.3. William B. Heyn 39 Mill Road New Canaan, CT 06840 Former Director of Arabella Exploration, Inc.		\$65,000.00	Mr. Heyn's company, DB Tex Management, was paid \$65,000 by the debtor, which Mr. Heyn then collected personally

5. **Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
Linda J. Welty, Trustee c/o Michael V. Fitzpatrick HARRIS, FINLEY & BOGLE, P.C. 777 Main Street, Suite 1800 Fort Worth, TX 76102	Lease rights to acreage, estimated value at least \$3,000,000 but possibly higher	Last quarter of 2016	\$3,000,000.00

6. **Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Founders Oil and Gas Operating, LLC 113 Corporate Dr Midland, TX 79705	Debtor estimates \$250,000 is owed to Debtor by Founders, but such amount is subject to offset by netting liabilities; it is unknown the amount of such offset Last 4 digits of account number: _____		Unknown
Brigham 5914 W Courtyard Dr Austin, TX 78730	Debtor estimates \$75,000 is owed to Debtor by Brigham, but such amount is subject to offset by netting liabilities; it is unknown the amount of such offset Last 4 digits of account number: _____		Unknown

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
J Cleo Thompson 325 N St Paul Ste 4300 Dallas, TX 75201	Debtor estimates \$15,000 is owed to Debtor by J Cleo Thompson, but such amount is subject to offset by netting liabilities; it is unknown the amount of such offset Last 4 digits of account number: _____		Unknown
Energen 3300 North "A" St Bldg 4 Ste 100 Midland, TX 79705	Debtor estimates \$5,000 is owed to Debtor by Energen, but such amount is subject to offset by netting liabilities; it is unknown the amount of such offset Last 4 digits of account number: _____		Unknown

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	FOUNDERS OIL AND GAS OPERATING, LLC vs. ARABELLA EXPLORATION, LLC No. 16-12-21781-CVR	Collection and foreclosure/dispute over lien rights	143rd Judicial District, Reeves County	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	LINDA J. WELTY, AS TRUSTEE vs. ARABELLA OPERATING, LLC, ARABELLA EXPLORATION, LLC, and ANDREW H. JACKSON No. 352-280349-15	Lease dispute	352nd Judicial District, Tarrant County	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	SOONER PIPE, L.L.C. vs. ARABELLA EXPLORATION, INC., and ARABELLA EXPLORATION, LLC No. 15-03-20950-CVR	Collection and dispute over lien rights	143rd Judicial District, Reeves County	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.4.	MORRIS D. WEISS, CHAPTER 11 TRUSTEE FOR ARABELLA PETROLEUM COMPANY, LLC vs. ARABELLA EXPLORATION INC., ARABELLA EXPLORATION LLC, ARABELLA OPERATING LLC, TRANS-TEXAS LAND & TITLE, LLC, PLATINUM PARTNERS CREDIT OPPORTUNITIES MASTER FUND LP, PLATINUM LONG TERM GROWTH VIII, LLC, and JASON HOISAGER, Individually Adversary Proc. No. 16-07002-rbk	Fraudulent/avoidable transfers	U.S. Bankr Court, W.D. Texas, Midland D.	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.5. SURF-FRAC WELLHEAD EQUIPMENT COMPANY, INC.; MCCLINTON ENERGY GROUP, L.L.C. vs. ARABELLA PETROLEUM COMPANY, LLC, ARABELLA EXPLORATION, LIMITED LIABILITY COMPANY Cause No. B-139,498	Collection and dispute over lien rights	161st Judicial District, Ector County	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None
Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**
☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**
☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
---	---	-------	-----------------------

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

	Address	Dates of occupancy From-To
14.1.	509 Pecan St. Ste. 200 Fort Worth, TX 76102	

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☒ Yes. Does the debtor serve as plan administrator?

- ☐ No Go to Part 10.
- ☒ Yes. Fill in below:

Name of plan

Arabella Exploration 401(k) Retirement Plan and Trust

Employer identification number of the plan

EIN: **45-2722855**

Has the plan been terminated?

- ☒ No
- ☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- ☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
--	---------------------------------	-------------------------------	--	---

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**☐ None**Depository institution name and address**

Worthington National Bank
500 Main Street
Fort Worth, TX 76102

Names of anyone with access to it

Chip Hoebeke
Rehmann
2330 East Paris Ave SE
Grand Rapids, MI 49516
500 Main Street
Fort Worth, TX 76102

Description of the contents

No contents / \$0 balance in
checking account, x5515

Do you still have it?

☐ No
☒ Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None**Facility name and address****Names of anyone with access to it****Description of the contents****Do you still have it?****Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No.
☐ Yes. Provide details below.

Case title
Case number
Court or agency name and
address
Nature of the case**Status of case****23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

☒ No.
☐ Yes. Provide details below.

Site name and address
Governmental unit name and
address
Environmental law, if known**Date of notice****24. Has the debtor notified any governmental unit of any release of hazardous material?**

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11**

- ☒ No.
☐ Yes. Provide details below.

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26a.1. **Kelley Wohlfahrt**
2404 Briaroaks Ct
Midland, TX 79707

End of service July
6, 2016

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address

Date of service
From-To

26b.1. **Marcum LLP**
750 3rd Avenue, 11th Floor
New York, NY 10017

End of service
March 31, 2016

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are unavailable, explain why

26c.1. **Jason Hoisager**
509 Pecan St. Ste. 200
Fort Worth, TX 76102

26c.2. **William B. Heyn**
39 Mill Road
New Canaan, CT 06840

26c.3. **Kelley Wohlfahrt**
2404 Briaroaks Ct
Midland, TX 79707

26c.4. **Morris D. Weiss, Chapter 11 Trustee**
Waller Lansden Dortch & Davis, LLP
100 Congress Avenue, Suite 1800
Austin, TX 78701

Debtor **Arabella Exploration, LLC**Case number (if known) **17-40120-rfn11****Name and address**

If any books of account and records are unavailable, explain why

26c.5. **Founders Oil and Gas Operating, LLC**
113 Corporate Dr
Midland, TX 79705

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Chip Hoebeke	Rehmann 2330 East Paris Ave SE Grand Rapids, MI 49516	Manager	0%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Jason Hoisager	509 Pecan St. Ste. 200 Fort Worth, TX 76102	Former President and Managing Member	2008 through July 6, 2016

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Jason Hoisager 509 Pecan St. Ste. 200 Fort Worth, TX 76102	See Section 4.1		
Relationship to debtor Former President and Managing Member			

Debtor Arabella Exploration, LLCCase number (if known) 17-40120-rfn11

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.2	William B. Heyn 39 Mill Road New Canaan, CT 06840	See Sections 4.2 and 4.3		
	Relationship to debtor Former Director for Arabella Exploration, Inc.			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation

Arabella Exploration, Inc.

Employer Identification number of the parent corporation

EIN: 98-1162608

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/10/17

CSH
Signature of individual signing on behalf of the debtor

Charles (Chip) Hoebeke

Printed name

Position or relationship to debtor ManagerAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes